

Law Offices of

# CHAPMAN AND CUTLER

a partnership including professional corporations

Theodore S. Chapman  
1877-1943  
Henry E. Cutler  
1879-1959

RECORDATION NO. 8504-14 FILED 1988

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NOV 15 1988 - 9 10 AM

## INTERSTATE COMMERCE COMMISSION

Honorable Noreta R. McGee, Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

NOV 15 1988

13.00

OK

100 Peachtree Street, N.W.  
Atlanta, Georgia 30303  
(404) 420-1420

50 South Main Street  
Salt Lake City, Utah 84144  
(801) 533-0066

Dear Ms. McGee:

Enclosed for recordation under the provisions of 49 USC 11303(a) are two original counterparts of a Release of Security Agreement dated September 29, 1988. The Security Agreement to which said Release relates is dated August 6, 1984 and was filed with your office on August 8, 1984 and given Recordation No. 8504-D. Said Release covers all of the railroad equipment covered by said Security Agreement. Said Release is a secondary document.

The name and address of the party is:

Secured party: Continental Illinois National Bank  
and Trust Company of Chicago  
231 South LaSalle Street  
Chicago, Illinois 60697

The undersigned is the attorney for the Secured Party (for ICC filing purposes) mentioned in the enclosed document and has knowledge of the matters set forth therein.

Please return one counterpart of the Release of Security Agreement to Larry Elkins, Esq., Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$13.00 covering the required recording fee.

A short summary of the enclosed secondary document to appear in the Index follows:

"Full Release of Security Agreement under Rec. No. 8504-D"

Very truly yours,

CHAPMAN AND CUTLER

By

Larry Elkins  
Larry Elkins  
ICC Filing Attorney  
for Secured Party

This is  
8504-H

Chapman and Cutler

NOV 15 1988 - 4 10 AM

RELEASE **INTERSTATE COMMERCE COMMISSION**

THIS RELEASE, dated SEPTEMBER 29, 1988 is between MERCHANTS INVESTMENT CO. (the "Company") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO (the "Bank").

W I T N E S S E T H:

WHEREAS, pursuant to that certain Promissory Note of the Company dated August 6, 1984 in the principal amount of \$94,500.00 payable to the order of the Bank (the "Note"), the Company has incurred indebtedness to the Bank and to secure repayment of such indebtedness, the Company has executed and delivered the Security Agreement (as described in Section 3 hereof);

WHEREAS, the Company has agreed to pay in full all of its indebtedness, liabilities and obligations to the Bank under the Note and the Security Agreement; and

WHEREAS, the Bank has agreed to the termination of the Security Agreement upon receipt of payment in full of all indebtedness, liabilities and obligations of the Company under the Note and the Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

1. Receipt. The Bank hereby acknowledges receipt from the Company of full payment of all indebtedness and interest accrued to the date hereof under the Note and under any document or instrument executed and delivered pursuant thereto or in connection therewith. The Bank further acknowledges that no other indebtedness, liabilities or obligations are now due or owing by the Company to the Bank under the Note or under any document or instrument executed and delivered pursuant thereto or in connection therewith.

2. Agreement Termination. The Company and the Bank hereby acknowledge that (i) the Note and the respective obligations of the parties thereto, and (ii) the Security Agreement, related thereto are hereby terminated effective as of the date hereof and shall no longer be of any force and effect.

3. Security Documents Termination. The Bank hereby releases all liens and security interests that it may have under the Security Agreement and the Security Agreement is hereby terminated effective as of the date hereof and shall no longer be of any force or effect. In furtherance of the foregoing, the Company may file this Release with the Interstate Commerce Commission to effect the release of the document described below:

Security  
Document

ICC Recordation  
Information

Security Agreement  
and Assignment of  
Lease dated as of  
August 6, 1984  
(the "Security  
Agreement"), between the  
Company and the Bank

Recordation No. 8504-D  
August 8, 1984 at 2:50 p.m.

The Bank agrees that it will, upon the request of the Company, execute and deliver such further instruments or documents as may be reasonably necessary or desirable to accomplish the foregoing release of the Security Agreement.

4. Agreement. The Company hereby: (a) releases the Bank, and its successors and assigns, from any and all claims which it or they may have, or which may hereafter arise in its or their favor, against the Bank for any failure of the Bank to have exercised reasonable care in the custody and preservation of any of the collateral under the Security Agreement; and (b) agree to pay the fees and out-of-pocket expenses of counsel for the Bank in connection with the preparation, execution and delivery of this Release.

IN WITNESS WHEREOF, this Release has been duly executed as of the day and year first above written.

CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO

By: Drury A. Simon

Title: VICE PRESIDENT

ATTEST:

By: John A. [Signature]

Title: Banking Officer

[CORPORATE SEAL]

MERCHANTS INVESTMENT CO.

By: Thomas D. Hicks

Title: THOMAS D. HICKS - PRES.

ATTEST:

By: Donald T. Hicks

Title: DONALD T. HICKS - V. PRES.

[CORPORATE SEAL]

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 30TH day of SEPTEMBER, 1988, before me personally appeared BRUCE A. SIMONS, to me personally known, who being by me duly sworn, says that he is VICE PRESIDENT of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors; and HE acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

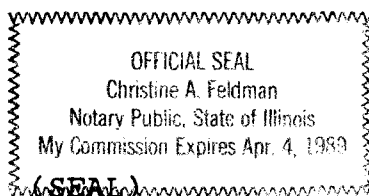


Sylvia M. Brown  
Notary Public

My commission expires:

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 29<sup>TH</sup> day of SEPTEMBER, 1988, before me personally appeared THOMAS D. HICKS, to me personally known, who being by me duly sworn, says that he is PRESIDENT of MERCHANTS INVESTMENT CO., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and THOMAS D. HICKS acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Christine A. Feldman  
Notary Public

My commission expires: 4-4-91